IN THE UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF ALABAMA, NORTHERN DIVISION

IN RE:)
)
ROLTA AMERICAS, LLC,) CASE NO. 20-82286-11
EIN: xx-xxx5625) CHAPTER 11
)
Debtor.)

MOTION FOR AUTHORIZATION TO USE CASH COLLATERAL

COMES NOW Rolta Americas, LLC, as debtor-in-possession in the above-styled Chapter 11 case ("Debtor"), and requests this Court for authorization to use cash collateral. In support of this Motion, Debtor states as follows:

JURISDICTION AND VENUE

- 1. This Court has jurisdiction over this Chapter 11 case under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this district under 28 U.S.C. §§ 1408 and 1409.
- 2. The statutory bases for the relief this Motion seeks are Bankruptcy Code §§ 105(a), 363(b), and 507(a)(4) and (5) and Bankruptcy Rules 6003 and 6004.

BACKGROUND

- 3. Rolta Americas, LLC., is a domestic corporation with a mailing address of 5865 Northpoint Parkway, Alpharetta, Georgia 30022.
- 4. Debtor is engaged in the business of rendering engineering software services; to provide general services with respect to data processing and conversion, including but not limited to, systems design and programing, programmer training, systems engineering, installation management, and consulting services; buying, selling, exchanging, leasing, marketing and distributing computer products of all types and descriptions and other related property; to patent,

copyright and otherwise protect any intellectual property rights acquired by the corporation; and to acquire and dispose of real or personal property necessary or incidental to the conduct of its business operations.

- 5. On October 29, 2020 (the "Petition Date"), Debtor filed a voluntary petition in this Court under Chapter 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the "Bankruptcy Code"). A Trustee has not been appointed and Debtor continues to operate its business as a debtor-in-possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.
- 6. No official committees have been appointed in this case. No party has requested the appointment of a trustee or an examiner.
- 7. Debtor plans to continue to operate its business and manage its business as a debtor in possession under §§ 1107(a) and 1108 of the Bankruptcy Code. Through the filing of this Chapter 11 petition, Debtor seeks to accomplish a successful reorganization of its business, which will allow Debtor post-confirmation to continue to operate its business.

RELIEF REQUESTED

- 8. The only potential lien holder is the Plaintiff Judgement Creditor *Pala Assets Holdings LTD et al. v. Rolta, LLC et al.*, Index No. 652798/2018, in the Supreme Court of the State of New York, County of New York dated August 24, 2020, and filed with the Clerk of Court September 2, 2020. A copy of this Judgement is Attached hereto as Exhibit "A."
- A Turnover Order was entered for the Plaintiff Judgement Creditor on October 20,
 A copy of this Order is attached hereto as Exhibit "B."
- 10. Debtor contends both the Judgement and the Turnover Order are stayed by 11 U.S.C. § 362 and are due to be avoided as preferential transfers under 11 U.S.C. § 547.

11. The accounts receivable and cash constitute "cash collateral" within the meaning

of § 363(a) of the Bankruptcy Code.

12. No other creditor holds a lien on cash collateral.

13. Pursuant to § 363(c)(2)(B) of the Bankruptcy Code, Debtor seeks authorization

from this Court, after notice and hearing, to use the cash collateral.

14. Debtor's only source of cash for the continued operation of its business is operating

revenue, which is cash collateral. Debtor has an immediate need for authority to continue to use

the cash collateral in its ongoing business operations. If Debtor is not permitted to use the cash

collateral, it will have to shut down its business, thus hindering any prospects of future

reorganization.

15. A thirteen-week rolling budget, which is attached as "Exhibit C," indicates that the

Debtor anticipates being profitable and protecting the cash collateral position.

WHEREFORE, the Debtor respectively requests this Court to enter an Order permitting

use of cash collateral upon the terms and conditions stated herein, including the granting of a

replacement lien, and to grant such other and further relief as this Court deems just and proper.

Respectfully submitted October 29, 2020.

/s/ Stuart M. Maples

STUART M. MAPLES

(ABS-1974-S69S)

MAPLES LAW FIRM, PC

200 Clinton Avenue West, Suite 1000

Huntsville, Alabama 35801

Tel: (256) 489-9779

Fax: (256) 489-9720

smaples@mapleslawfirmpc.com

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CERTIFICATE OF SERVICE

I do hereby certify that on October 29, 2020, a copy of the foregoing document was served on the following by Electronic Case Filing a copy of the same.

Richard Blythe P. O. Box 3045 Decatur, AL 35602 Bankruptcy Administrator

20 Largest Unsecured Creditors

All parties requesting notice

/s/ Stuart M. Maples
STUART M. MAPLES

SUPREME COURT OF THE STATE OF NEW YORK COUNTY OF NEW YORK

PALA ASSETS HOLDINGS LTD., :
PINPOINT MULTI-STRATEGY FUND, :
VALUE PARTNERS FIXED INCOME SPC – :
VALUE PARTNERS CREDIT OPPORTUNITIES :
FUND, VALUE PARTNERS GREATER :
CHINA HIGH YIELD INCOME FUND, :

Index No. 652798/2018

Hon. Andrea Masley

Plaintiffs,

-against-

ROLTA, LLC, ROLTA INDIA LTD., ROLTA INTERNATIONAL, INC., ROLTA U.K. LTD., ROLTA MIDDLE EAST FZ-LLC, ROLTA AMERICAS LLC, and ROLTA GLOBAL B.V.,

Defendants.



FILED
Sep 02 2020
NEW YORK
COUNTY CLERK'S OFFICE

Plaintiffs Value Partners Fixed Income SPC – Value Partners Credit Opportunities Fund ("VP Credit"), Value Partners Greater China High Yield Income Fund ("VP China" and, together with VP Credit, "Value Partners"), and Pinpoint Multi-Strategy Fund ("Pinpoint" and, collectively with Value Partners, "Plaintiffs"), having moved before this Court for an order, pursuant to CPLR 3212, granting summary judgment on Plaintiffs' breach of contract claims and directing entry of judgment in favor of Plaintiffs and against Defendants (the "Motion") in the amount of \$187,098,105.00, plus interest, for failure to make payment on notes issued pursuant to the indenture agreements dated May 16, 2013 ("2018 Indenture") and July 24, 2014 ("2019 Indenture"),

INDEX NO. 652798/2018

RECEIVED NYSCEF: 09/02/2020

NYSCEF DOC. NO. 350

UPON reviewing Plaintiffs' Notice of Motion for Summary Judgment and accompanying Memorandum of Law, dated September 24, 2019 (NYSCEF Nos. 269–270); the Joint Statement of Undisputed Facts, dated September 23, 2019 (NYSCEF No. 271); the Affirmation of Kevin Wu, dated September 23, 2019 (NYSCEF No. 272); the Affirmation of Edwin Kam, dated September 23, 2019 (NYSCEF No. 289); the Affirmation of Alain Nydegger, dated September 19, 2019 (NYSCEF No. 306); the Affirmation of Gregory M. Starner, dated September 24, 2019 (NYSCEF No. 308); the Affidavit of Vincent Gerosa, dated August 8, 2019 (NYSCEF No. 313); the Affidavit of Matthew Young, dated July 31, 2019 (NYSCEF No. 319); and the corresponding exhibits annexed thereto, and upon reviewing Defendants' Memorandum of Law in Opposition to Plaintiffs' Motion for Summary Judgment, dated October 31, 2019 (NYSCEF No. 322); Plaintiffs' Reply Memorandum of Law, dated November 14, 2019 (NYSCEF No. 324); and the Affirmation of Gregory M. Starner, dated November 14, 2019, and Exhibit 1 annexed thereto (NYSCEF Nos. 325–326).

NOW, the parties having appeared by their respective counsel before this Court for argument on the Motion, and for the reasons set forth on the record on December 20, 2019 and February 14, 2020, it is hereby

ORDERED that summary judgment is granted to Pinpoint, VP China, and VP Credit on their claims as set forth herein, and it is

ORDERED that the claims decided herein are hereby severed from the remainder of the action to permit the entry of judgment on such claims, and it is further

ORDERED that the judgment signed May 22, 2020 is hereby vacated, and it is further

ADJUDGED and ORDERED that Plaintiffs

Plaintiff Name	Plaintiff Address
Pinpoint Multi-Strategy Fund ("Pinpoint")	Two International Finance Centre Level 33 8 Finance Street Central Hong Kong
Value Partners Greater China High Yield Income Fund ("VP China")	The Center 43 rd Floor, 99 Queens Road Central Hong Kong
Value Partners Fixed Income SPC – Value Partners Credit Opportunities Fund ("VP Credit")	The Center 43 rd Floor, 99 Queens Road Central Hong Kong

are entitled to summary judgment on their claims against Defendants, identified herein as

The 2018 Issuer & Guarantors:

Defendant Name	Defendant Address	
Rolta, LLC	5865 North Point Parkway, Ste #300, Alpharetta, GA 30022	
Rolta India Ltd.	Rolta Tower A, Rolta Technology Park, 22 nd Street MIDC-Marol Andheri (East), Mumbai 400 093 India	
Rolta International, Inc.	5865 North Point Parkway, Ste #300, Alpharetta, GA 30022	
Rolta U.K. Ltd.	100 Longwater Avenue Green Park, Reading RG2 6GP United Kingdom	
Rolta Middle East FZ-LLC	Office No 210 Building No. 9, P.O. Box 500106 Dubai Internet City, Dubai U.A.E.	

The 2019 Issuer & Guarantors:

Defendant Name	Defendant Address	
Rolta Americas LLC	5865 North Point Parkway, Ste #300, Alpharetta, GA 30022	
Rolta India Ltd.	Rolta Tower A Rolta Technology Park, 22 nd Street MIDC-Marol Andheri (East), Mumbai 400 093 India	
Rolta International, Inc.	5865 North Point Parkway, Ste #300, Alpharetta, GA 30022	

Rolta U.K. Ltd.	100 Longwater Avenue Green Park, Reading RG2 6GP United Kingdom
Rolta Middle East FZ-LLC	Office No 210 Building No. 9, P.O. Box 500106 Dubai Internet City, Dubai U.A.E.
Rolta Global B.V.	Siriusdreef 17, 2132WT Hoofddorp, The Netherlands

as follows:

It is ADJUDGED that

- 1. PLAINTIFF PINPOINT have judgment and recover from:
 - a. THE 2018 ISSUER & GUARANTORS, jointly and severally, on its claims for past due principal and interest on its 2018 Notes in the amount of \$15,788,325.00 (\$12,444,000.00 in principal plus \$3,344,325.00 in missed interest payments) plus interest at the rate of 9% per annum through the entry of judgment calculated as follows:

Principal of Pinpoint's 2018 Notes

Principal Amount	Date Interest Began Accruing	Pre-Judgment Interest Due:
\$12,444,000.00	May 16, 2018	\$2,577,442.19
	Total Pre-Judgment Interest Due:	\$2,577,442.19

Missed Interest Payments on Pinpoint's 2018 Notes

Missed Interest	Date Interest Began Accruing	Pre-Judgment Interest Due:
Payment Amount		·
\$668,865.00	May 16, 2016	\$258,933.22
\$668,865.00	November 16, 2016	\$228,586.90
\$668,865.00	May 16, 2017	\$198,735.37
\$668,865.00	November 16, 2017	\$168,389.05
\$668,865.00	May 16, 2018	\$138,537.52
	Total Pre-Judgment Interest Due:	\$993,182.06

For a total judgment in favor of Pinpoint and against the 2018 Issuer & Guarantors in the sum of \$19,358,949.25, and that plaintiff Pinpoint have execution thereon.

b. THE 2019 ISSUER & GUARANTORS, jointly and severally, on its claims for past due principal and interest on its 2019 Notes in the amount of \$71,035,875.00 (\$54,200,000.00 in principal plus \$16,835,875.00 in missed interest payments) plus interest at the rate of 9% per annum through the entry of judgment calculated as follows:

Principal of Pinpoint's 2019 Notes

Principal Amount	Date Interest Began Accruing	Pre-Judgment Interest Due:
\$54,200,000.00	July 24, 2019	\$5,425,939.73
	Total Pre-Judgment Interest Due:	\$5,425,939.73

Missed Interest Payments on Pinpoint's 2019 Notes

Missed Interest	Date Interest Began Accruing	Pre-Judgment Interest Due:
Payment Amount		
\$2,405,125.00	July 24, 2016	\$890,159.83
\$2,405,125.00	January 24, 2017	\$781,039.63
\$2,405,125.00	July 24, 2017	\$673,698.58
\$2,405,125.00	January 24, 2018	\$564,578.38
\$2,405,125.00	July 24, 2018	\$457,237.33
\$2,405,125.00	January 24, 2019	\$348,117.13
\$2,405,125.00	July 24, 2019	\$240,776.08
·	Total Pre-Judgment Interest Due:	\$3,955,606.96

For a total judgment in favor of Pinpoint and against the 2019 Issuer & Guarantors in the sum of \$80,417,421.69 , and that plaintiff Pinpoint have execution thereon.

2. PLAINTIFF VP CHINA have judgment and recover from:

a. THE 2018 ISSUER & GUARANTORS, jointly and severally, on its claims for past due principal and interest on its 2018 Notes in the amount of \$24,550,312.50 (\$19,350,000.00 in principal plus \$5,200,312.50 in missed interest payments) plus interest at the rate of 9% per annum through the entry of judgment calculated as follows:

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Principal of VP China's 2018 Notes

Principal Amount	Date Interest Began Accruing	Pre-Judgment Interest Due:
\$19,350,000.00	May 16, 2018	\$4,007,835.62
	Total Pre-Judgment Interest Due:	\$4,007,835.62

Missed Interest Payments on VP China's 2018 Notes

Missed Interest	Date Interest Began Accruing	Pre-Judgment Interest Due:
Payment Amount		
\$1,040,062.50	May 16, 2016	\$402,632.41
\$1,040,062.50	November 16, 2016	\$355,444.92
\$1,040,062.50	May 16, 2017	\$309,026.79
\$1,040,062.50	November 16, 2017	\$261,839.30
\$1,040,062.50	May 16, 2018	\$215,421.16
	Total Pre-Judgment Interest Due:	\$1,544,364.58

For a total judgment in favor of VP China and against the 2018 Issuer & Guarantors in the sum of \$30,102,512.70 , and that plaintiff VP China have execution thereon.

b. THE 2019 ISSUER & GUARANTORS, jointly and severally, on its claims for past due principal and interest on its 2019 Notes in the amount of \$38,119,528.13 (\$29,085,000.00 in principal plus \$9,034,528.13 in missed interest payments) plus interest at the rate of 9% per annum through the entry of judgment calculated as follows:

Principal of VP China's 2019 Notes

		101
Principal Amount	Date Interest Began Accruing	Pre-Judgment Interest Due:
\$29,085,000.00	July 24, 2019	\$2,911,687.40
	Total Pre-Judgment Interest Due:	\$2,911,687.40

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Missed Interest Payments on VP China's 2019 Notes

Missed Interest	Date Interest Began Accruing	Pre-Judgment Interest Due:
Payment Amount		
\$1,290,646.88	July 24, 2016	\$477,680.79
\$1,290,646.88	January 24, 2017	\$419,124.31
\$1,290,646.88	July 24, 2017	\$361,522.57
\$1,290,646.88	January 24, 2018	\$302,966.10
\$1,290,646.87	July 24, 2018	\$245,364.35
\$1,290,646.87	January 24, 2019	\$186,807.88
\$1,290,646.87	July 24, 2019	\$129,206.13
	Total Pre-Judgment Interest Due:	\$2,122,672.13

For a total judgment in favor of VP China and against the 2019 Issuer & Guarantors in the sum of \$43,153.887.66 , and that plaintiff VP China have execution thereon.

3. PLAINTIFF VP CREDIT have judgment and recover from:

a. THE 2019 ISSUER & GUARANTORS, jointly and severally, on its claims for past due principal and interest on its 2019 Notes in the amount of \$8,977,781.25 (\$6,850,000.00 in principal plus \$2,127,781.25 in missed interest payments) plus interest at the rate of 9% per annum through the entry of judgment calculated as follows:

Principal of VP Credit's 2019 Notes

Principal Amount	Date Interest Began Accruing	Pre-Judgment Interest Due:
\$6,850,000.00	July 24, 2019	\$685,750.68
	Total Pre-Judgment Interest Due:	\$685,750.68

Missed Interest Payments on VP Credit's 2019 Notes

Missed Interest	Date Interest Began Accruing	Pre-Judgment Interest Due:
Payment Amount		
\$303,968.75	July 24, 2016	\$112,501.75
\$303,968.75	January 24, 2017	\$98,710.73
\$303,968.75	July 24, 2017	\$85,144.56
\$303,968.75	January 24, 2018	\$71,353.53

NYSCEF DOC. NO. 350

	\$303,968.75	July 24, 2018	\$57,787.37	1
Γ	\$303,968.75	January 24, 2019	\$43,996.35	
	\$303,968.75	July 24, 2019	\$30,430.19	
Γ		Total Pre-Judgment Interest Due:	\$499,924.48	

For a total judgment in favor of VP Credit and against the 2019 Issuer & Guarantors in the sum of \$10,163,456.41 , and that plaintiff VP Credit have execution thereon. X

Judgment signed and entered this 24 day of

ENTER:

FILED Sep 02 2020

NEW YORK

Clerk

INDEX NO. 652798/2018

RECEIVED NYSCEF: 09/02/2020

NYSCEF DOC. NO. 350

SUPREME COURT OF THE STATE OF NEW YORK COUNTY OF NEW YORK

INDEX # 652798/2018

Pala Assets Holdings Ltd, Pinpoint Multi-Strategy Fund, Value Partners Fixed Income SPC - Valued Partners Credit Opportunities Fund, Valued Partners Greater China High Yield Income Fund

Plaintiff(s)/Petitioner(s)

Against

Rolta, Llc, Rolta India Ltd, Rolta International Inc., Rolta Uk Ltd, Rolta Middle East Fz-Llc, Rolta Americas Llc, Rolta Golbal B.V.

Defendant(s)/Respondent(s)

3-6 FILED AND DOCKETED Sep 02 2020

AT 02:53 P M N.Y. CO. CLK'S OFFICE

JUDGMENT

Attorney for the Prevailing Party

White & Case LLP 1221 Avenue Of The Americas New York, NY 10020 (212) 819-8517

EXHIBIT B

RECEIVED NYSCEF: 10/22/2020

SUPREME COURT OF THE STATE OF NEW YORK

PINPOINT MULTI-STRAVEGY MASTER FUND (f/k/a PINPOINT MULTI-STRATEGY FUND), VALUE PARTNERS FIXED INCOME SPC - VALUE PARTNERS CREDIT OPPORTUNITIES FUND SP, VALUE PARTNERS GREATER CHINA HIGH YIELD INCOME FUND.

Plaintiffs/Judgment Creditors,

ROLTA, LLC, ROLTA INDIA LIMITED, ROLTA INTERNATIONAL, INC., ROLTA UK LIMITED, ROLTA MIDDLE EAST FZ-LLC, ROLTA AMERICAS, LLC, ROLTA GLOBAL BV,

V...

Defendants/Judgment Debtors

PROPOSED ORDER

Index No. 652798/2018

Hon. Andrea Masley

This matter, having come before the Court on Plaintiffs' Motion for a Turnover Order Pursuant to CPLR 5225(a),

IT IS HEREBY ORDERED that Plaintiffs' Motion for a Turnover Order Pursuant to CPLR 5225(a) is GRANTED; it is

FURTHER ORDERED that Rolta India Limited shall turn over to Plaintiffs/Judgment Creditors Pinpoint Multi-Strategy Master Fund (formerly known as Pinpoint Multi-Strategy Fund), Value Partners Fixed Income SPC – Value Partners Credit Opportunities Fund SP, and Value Partners Greater China High Yield Income Fund (collectively, "Plaintiffs") any shares or membership interests it possesses, receives, owns, or controls in Rolta Global BV, Rolta International, Inc., Rolta BI and Big Data Analytics Pvt. Ltd., Rolta Thales Limited, and Rolta Defence Technology Systems Pvt Ltd., it is

sufficent to setisfy the judget MISCOT DOCAD

EXHIBIT B

FURTHER ORDERED that Rolta Global BV shall turn over to Plaintiffs any shares or membership interests it possesses, receives, owns, or controls in Rolta Middle East FZ-LLC, Rolta UK Limited, and Rolta International, Inc., it is FURTHER ORDERED that Rolla Middle East FZ-LLC shares it possesses, receives, owns, or controls in Rolfa Saudi Arabia Limited and Rolfa Muscat FURTHER ORDERED that Rolta International, Inc. shall turn over to Plaintiffs any shares or membership interests it possesses, receives, owns, or controls in Rolta Canada Ltd, Rolta AdvizeX Technologies, LLC, Rolta, LLC, Rolta Americas, LLC, and Rolta Hungary KFT, it is THE ER ORDERED that Rolta, LLC, Rolta India Limited, Rolta International, Inc., Rolta UK Limited, Rolta Middle East FZ-LLC, Rolta Americas, LLC, and Rolta Global BV shall turn over all cash on hand, including but not limited to the US \$2,120,807.67 identified in Rolta subsicent to Satisby the judg India Limited's 2018-19 Annual Report, and it is FURTHER ORDERED that the Defendants and Judgment Debtors shall execute and deliver any document necessary to effect the foregoing.

SO ORDERED this day of Church 2020

EXHIBIT C

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Forecast	Total												
01-Nov-20	08-Nov-20	15-Nov-20	22-Nov-20	01-Dec-20	08-Dec-20	15-Dec-20	22-Dec-20	01-Jan-21	08-Jan-21	15-Jan-21	22-Jan-21	01-Feb-21	31-Oct-20
07-Nov-20	14-Nov-20	21-Nov-20	30-Nov-20	07-Dec-20	14-Dec-20	21-Dec-20	31-Dec-20	07-Jan-21	14-Jan-21	21-Jan-21	31-Jan-21	07-Feb-21	07-Feb-21
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-	-	-	(100,000)	1	-	-	(100,000)	-	-	-	(100,000)	-	(300,000)
(2,607)	(5,130)	(633)	(263)	(23,356)	(1,399)	-	1	(23,356)	(1,233)	-	-	(686'8)	(62,265)
	-	-	-	-	-	(2,400)	-	-	-	(2,400)	-	-	(4,800)
(2,989)		-	-	(3,045)	-	-	-	(3,045)	-	-	-	(3,045)	(12,124)
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(5,847)	(7,237)	(633)	(100,563)	(26,401)	(3)206)	(2,400)	(100,000)	(26,401)	(4,340)	(2,400)	(100,000)	(8,641)	(388,368)
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155,554	197,929	207,296	106,734	171,333	167,827	189,477	89,477	154,076	149,736	160,086	60,086	142,445	142,445

CashFlow Projection

Case 20-82286-CRJ11 Doc 7 Filed 10/29/20 Entered 10/29/20 17:58:55 Desc Main Document Page 16 of 16